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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

May 6, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

REGISTRATION NO. 20926-C FILED

MAY 06 '03 5-24 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Partial Termination and Restatement of Cars under Lease, dated as of May 1, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement (and the assignment thereof) which was previously filed with the Board under Recordation Number 20926.

The names and addresses of the parties to the enclosed document are:

Lessor:	Manufacturers and Traders Trust Company (successor in interest to Allfirst Bank f/k/a The First National Bank of Maryland) 25 South Charles Street Baltimore, MD 21201
Lessee:	Canadian National Railway Company 935 de la Gauchetiere Street West Montreal, Quebec Canada H3B 2M9

Mr. Vernon A. Williams
May 6, 2003
Page Two

A description of the railroad equipment covered by the enclosed document is:

196 railcars remain subject to the Lease within the series SLGG 19447 –
SLGG 19999, SLGG 38285 – SLGG 38442 and SLGG 40991 – SLGG 41397

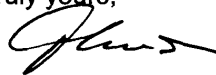
A short summary of the document to appear in the index follows:

Memorandum of Partial Termination and Restatement of Cars under Lease

Also enclosed is a check in the amount of \$30.00 payable to the order
of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

**MEMORANDUM
OF
PARTIAL TERMINATION
AND
RESTATEMENT OF CARS UNDER LEASE**

RECORDATION NO. 20926 ^C **FILED**
MAY 6 '03 3-24 PM
SURNAME TRANSPORTATION BOARD

dated as of May 1, 2003

between

**MANUFACTURERS AND TRADERS TRUST COMPANY,
as Lessor**

and

**CANADIAN NATIONAL RAILWAY COMPANY,
as Lessee**

**MEMORANDUM OF PARTIAL TERMINATION
AND RESTATEMENT OF CARS UNDER LEASE**

THIS MEMORANDUM is made and entered into as of May 1, 2003 by and between MANUFACTURERS AND TRADERS TRUST COMPANY ("Lessor"), and CANADIAN NATIONAL RAILWAY COMPANY ("Lessee").

WITNESSETH:

1. Railcar, Ltd. (the "Original Lessor") and Lessee entered into a Lease Agreement dated as of April 1, 1997 (the "Lease") originally covering five-hundred (500) boxcars (individually a "Car" and collectively, the "Cars") as more particularly set forth therein;
2. To evidence the Lease, a Memorandum of Lease Agreement dated as of September 30, 1997 was i) filed at the Surface Transportation Board (the "STB") on October 8, 1997 with primary recordation number 20926 and ii) deposited at the Registrar General of Canada (the "RGC") on October 21, 1997;
3. As of September 30, 1997, Original Lessor assigned all its right, title and interest in the Lease and the Cars to Lessor (successor-by merger to Allfirst Bank (formerly known as The First National Bank of Maryland));
4. To evidence the aforementioned assignment, an Assignment of Lessor's Interest in Lease dated as of September 30, 1997 was i) filed at the STB on October 8, 1997 with secondary recordation number 20926-A and ii) deposited at the RGC on October 21, 1997;
5. As of December 15, 2000, Lessor and Lessee partially terminated the Lease in respect of one-hundred fifty (150) of the Cars and, Lessor then sold them to Original Lessor;
6. To evidence the aforementioned partial termination, a Memorandum of Partial Termination dated as of December 15, 2000 was i) filed at the STB on December 29, 2000 with secondary recordation number 20926-B and ii) deposited at the RGC on December 22, 2000; and
7. As of the date immediately preceding the date hereof, 335 Cars were subject to the Lease.

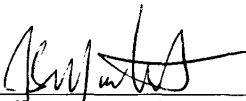
NOW THEREFORE, for good and valuable consideration, Lessor and Lessor hereby agree and acknowledge for the public record as follows:

- A. By separate Bill of Sale dated as of the date hereof, Lessor sold to Lessee 139 Cars (and the Lease is hereby terminated in respect thereof); and
- B. As of the date hereof, only the 196 Cars (set forth in Exhibit B-3 attached hereto) remain subject to the Lease.

[Signatures appear on following page.]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum to be executed as of the date first above written.

MANUFACTURERS AND TRADERS TRUST COMPANY,
Lessor

By: 
Jeffrey S. Mastroleo
Vice President

CANADIAN NATIONAL RAILWAY COMPANY,
Lessee

By: _____
John A.N. Lamont
Senior Manager Asset Finance

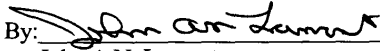
Execution Copy

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum to be executed as of the date first above written.

MANUFACTURERS AND TRADERS TRUST COMPANY,
Lessor

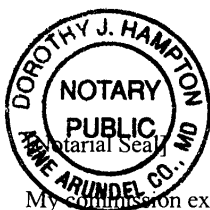
By: _____
Jeffrey S. Mastroleo
Vice President

CANADIAN NATIONAL RAILWAY COMPANY,
Lessee

By:  _____
John A.N. Lamont
Senior Manager Asset Finance

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 1st day of May, 2003 before me personally appeared, Jeffrey S. Mastroleo, to me personally known, who being by me duly sworn, says that he is a Vice President of MANUFACTURERS TRADERS TRUST COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



My commission expires:

DOROTHY J. HAMPTON
NOTARY PUBLIC ANNE ARUNDEL CO., MD
My Commission Expires 11/15/2005

Dorothy J. Hampton
Notary Public

PROVINCE OF QUEBEC, DISTRICT OF MONTREAL, TO WIT:

On this 29th day of April, 2003 before me personally appeared John A.N. Lamont to me personally known, who being by me duly sworn, says that he is the Senior Manager Asset Finance of CANADIAN NATIONAL RAILWAY COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Attorney

Bar Number:

Execution Copy

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this ____ day of May, 2003 before me personally appeared, Jeffrey S. Mastroleo, to me personally known, who being by me duly sworn, says that he is a Vice President of MANUFACTURERS TRADERS TRUST COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

PROVINCE OF QUEBEC, DISTRICT OF MONTREAL, TO WIT:

On this 29th day of April, 2003 before me personally appeared John A.N. Lamont to me personally known, who being by me duly sworn, says that he is the Senior Manager Asset Finance of CANADIAN NATIONAL RAILWAY COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Attorney

Bar Number: 194533-5

Execution Copy

Exhibit B-3

DESCRIPTION OF RAILCARS

Execution Copy

DESCRIPTION OF CARS

MARK	NUMBER	MARK	NUMBER	MARK	NUMBER
1	SLGG 19447	67	SLGG 19655	133	SLGG 19824
2	SLGG 19449	68	SLGG 19656	134	SLGG 19827
3	SLGG 19450	69	SLGG 19659	135	SLGG 19833
4	SLGG 19452	70	SLGG 19663	136	SLGG 19840
5	SLGG 19461	71	SLGG 19666	137	SLGG 19841
6	SLGG 19471	72	SLGG 19667	138	SLGG 19847
7	SLGG 19472	73	SLGG 19671	139	SLGG 19849
8	SLGG 19474	74	SLGG 19673	140	SLGG 19861
9	SLGG 19475	75	SLGG 19675	141	SLGG 19864
10	SLGG 19476	76	SLGG 19682	142	SLGG 19866
11	SLGG 19478	77	SLGG 19687	143	SLGG 19868
12	SLGG 19479	78	SLGG 19690	144	SLGG 19870
13	SLGG 19481	79	SLGG 19696	145	SLGG 19871
14	SLGG 19482	80	SLGG 19697	146	SLGG 19876
15	SLGG 19496	81	SLGG 19698	147	SLGG 19878
16	SLGG 19497	82	SLGG 19702	148	SLGG 19882
17	SLGG 19505	83	SLGG 19705	149	SLGG 19889
18	SLGG 19506	84	SLGG 19707	150	SLGG 19891
19	SLGG 19507	85	SLGG 19709	151	SLGG 19898
20	SLGG 19508	86	SLGG 19711	152	SLGG 19899
21	SLGG 19513	87	SLGG 19712	153	SLGG 19900
22	SLGG 19515	88	SLGG 19714	154	SLGG 19906
23	SLGG 19517	89	SLGG 19717	155	SLGG 19907
24	SLGG 19522	90	SLGG 19725	156	SLGG 19908
25	SLGG 19523	91	SLGG 19726	157	SLGG 19909
26	SLGG 19524	92	SLGG 19735	158	SLGG 19911
27	SLGG 19525	93	SLGG 19736	159	SLGG 19912
28	SLGG 19527	94	SLGG 19737	160	SLGG 19914
29	SLGG 19531	95	SLGG 19738	161	SLGG 19915
30	SLGG 19533	96	SLGG 19746	162	SLGG 19917
31	SLGG 19534	97	SLGG 19747	163	SLGG 19922
32	SLGG 19535	98	SLGG 19750	164	SLGG 19929
33	SLGG 19541	99	SLGG 19754	165	SLGG 19930
34	SLGG 19542	100	SLGG 19756	166	SLGG 19932
35	SLGG 19550	101	SLGG 19758	167	SLGG 19937
36	SLGG 19551	102	SLGG 19759	168	SLGG 19939
37	SLGG 19552	103	SLGG 19760	169	SLGG 19943
38	SLGG 19563	104	SLGG 19762	170	SLGG 19944
39	SLGG 19564	105	SLGG 19766	171	SLGG 19952
40	SLGG 19567	106	SLGG 19768	172	SLGG 19953
41	SLGG 19568	107	SLGG 19777	173	SLGG 19959
42	SLGG 19569	108	SLGG 19778	174	SLGG 19961
43	SLGG 19570	109	SLGG 19779	175	SLGG 19962
44	SLGG 19576	110	SLGG 19780	176	SLGG 19967
45	SLGG 19589	111	SLGG 19782	177	SLGG 19970
46	SLGG 19592	112	SLGG 19784	178	SLGG 19974
47	SLGG 19595	113	SLGG 19785	179	SLGG 19975
48	SLGG 19596	114	SLGG 19786	180	SLGG 19977
49	SLGG 19598	115	SLGG 19787	181	SLGG 19978
50	SLGG 19601	116	SLGG 19788	182	SLGG 19979
51	SLGG 19602	117	SLGG 19790	183	SLGG 19982
52	SLGG 19605	118	SLGG 19793	184	SLGG 19985
53	SLGG 19608	119	SLGG 19794	185	SLGG 19989
54	SLGG 19612	120	SLGG 19796	186	SLGG 19992
55	SLGG 19620	121	SLGG 19798	187	SLGG 19998
56	SLGG 19623	122	SLGG 19799	188	SLGG 19999
57	SLGG 19629	123	SLGG 19802	189	SLGG 38285
58	SLGG 19633	124	SLGG 19803	190	SLGG 38347
59	SLGG 19634	125	SLGG 19806	191	SLGG 38348
60	SLGG 19642	126	SLGG 19808	192	SLGG 38381
61	SLGG 19644	127	SLGG 19811	193	SLGG 38442
62	SLGG 19645	128	SLGG 19813	194	SLGG 40991
63	SLGG 19646	129	SLGG 19816	195	SLGG 41304
64	SLGG 19647	130	SLGG 19817	196	SLGG 41397
65	SLGG 19650	131	SLGG 19820		
66	SLGG 19652	132	SLGG 19821		